

RECORDATION NO. 10877-14 FILED

AUG 20 '04 1-45 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
—  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

August 17, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: NYC – L505

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Memorandum of Sublease and Assignment, dated August 12, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board/Commission under Recordation Number 10877.

The names and addresses of the parties to the enclosed document are:

Sublessor/ Assignor:	Consolidated Rail Corporation 1000 Howard Boulevard Fourth Floor Mt. Laurel, NJ 08054
Sublessee:	NYC Newco, Inc. 500 Water Street Jacksonville, FL 32202
Guarantor:	CSX Transportation, Inc. 500 Water Street Jacksonville, FL 32202
[Senior Lessor/ Assignee:	Wells Fargo Bank Northwest]

Mr. Vernon A. Williams  
August 17, 2004  
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A description of the railroad equipment covered by the enclosed document is:

22 locomotives CSXT 1534 – CSXT 1550 and CSXT 1559 - CSXT 1563.

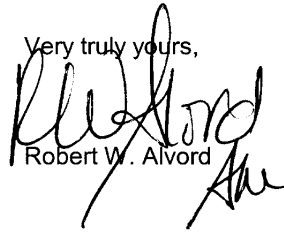
A short summary of the document to appear in the index follows:

Memorandum of Sublease and Assignment

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a stylized flourish underneath.

Robert W. Alvord

RWA/anm  
Enclosures

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**SURFACE TRANSPORTATION BOARD**

MEMORANDUM OF SUBLEASE AND ASSIGNMENT NYC-L505, by

CONSOLIDATED RAIL CORPORATION ("**Conrail**")  
1000 Howard Boulevard, Fourth Floor  
Mt. Laurel, New Jersey 08054

NYC NEWCO, INC. (the "**Company**")  
500 Water Street  
Jacksonville, Florida 32202

and

CSX TRANSPORTATION, INC. (the "**Railroad**")  
500 Water Street  
Jacksonville, Florida 32202.

Conrail is leasing certain units of railroad equipment pursuant to the agreement identified in Schedule A hereto as the "**Senior Lease**" with the party named in Schedule A hereto as the "**Senior Lessor**," which agreement was recorded with the Interstate Commerce Commission and assigned the recordation number shown on said Schedule A.

The parties hereto hereby wish to evidence for the public record the following transactions with respect to such units of the railroad equipment covered by the above-named agreements as are listed in Schedule B hereto:

1. The Sublease of Railroad Equipment NYC-L505 between Conrail, sublessor, and the Company, sublessee.
2. The assumption of the obligations of the Company as sublessee under the above-named sublease by the Railroad, pursuant to the Assumption Agreement NYC-L505 by the Railroad in favor of Conrail.
3. The assignment by Conrail, assignor, of the sublease named in item 1 to the Senior Lessor, assignee, as security for Conrail's obligations under the Senior Lease, pursuant to the Assignment of Sublease NYC-L505 by Conrail in favor of the Senior Lessor.
4. The assignment by the Railroad, assignor, of its subleasehold interest under sublease named in item 1 to Norfolk Southern Railway Company, assignee, pursuant to the Cross-Assignment of Lease and Agreement among such parties and Conrail, as security for the Railroad's obligations for reimbursement thereunder.

IN WITNESS WHEREOF, the parties hereto have each caused  
this memorandum to be duly executed by their respective officers  
thereunto duly authorized:

CONSOLIDATED RAIL CORPORATION

by *Joseph R. Rys*

NYC NEWCO, INC

by *Levin H. Cohen*

CSX TRANSPORTATION, INC.

by *Levin H. Cohen*

STATE OF NEW YORK )  
 ) SS.:  
COUNTY OF NEW YORK )

On this 12<sup>th</sup> day of August, 2004, before me personally appeared **Joseph Rogers**, to me personally known, who, by me being duly sworn, says that he is **CFO & Treasurer** of CONSOLIDATED RAIL CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

**SARA A. MISTHAL**  
NOTARY PUBLIC, State of New York  
No. 01MI6100347  
Qualified in Queens County  
Commission Expires Oct. 14, 2007

My commission expires

*Sara A. Misthal*  
Notary Public

STATE OF NEW YORK )  
 ) SS.:  
COUNTY OF NEW YORK )

On this 12<sup>th</sup> day of August, 2004, before me personally appeared **Louis G. Reder**, to me personally known, who, by me being duly sworn, says that he is **Authorized Signatory** of NYC NEWCO, INC., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

**JASON L. SMITH**  
NOTARY PUBLIC, State of New York  
No. 01SM6067357  
Qualified in Kings County  
Certificate Filed in New York County  
Commission Expires Dec. 10, 2005

My commission expires

*Jason L. Smith*  
Notary Public

STATE OF NEW YORK )  
 ) SS.:  
COUNTY OF NEW YORK )

On this 12<sup>th</sup> day of August, 2004, before me personally appeared **Louis G. Reder**, to me personally known, who, by me being duly sworn, says that he is **Authorized Signatory** of CSX TRANSPORTATION, INC., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

**JASON L. SMITH**  
NOTARY PUBLIC, State of New York  
No. 01SM6067357  
Qualified in Kings County  
Certificate Filed in New York County  
Commission Expires Dec. 10, 2005

My commission expires

*Jason L. Smith*  
Notary Public

SCHEDULE A  
SENIOR TRANSACTION L505

**Senior Lease:**

Lease of Railroad Equipment dated as of February 1, 1979, as amended, between First Security Bank of Utah, National Association (succeeded by Wells Fargo Bank Northwest, National Association), not in its individual capacity but solely as owner trustee, and Consolidated Rail Corporation.

Recorded with the Interstate Commerce Commission on October 11, 1979, and assigned recordation number 10877.

**Senior Lessor:**

Wells Fargo Bank Northwest, National Association, not in its individual capacity but solely as owner trustee

## *Schedule "B" Equipment*

Lease L505 (NYC)

Count	Original Unit Number	Initial	Current Unit Number
GP15-1 LOCOS			
1	001616	CSXT	1534
2	001617	CSXT	1535
3	001618	CSXT	1536
4	001620	CSXT	1537
5	001622	CSXT	1538
6	001628	CSXT	1539
7	001629	CSXT	1540
8	001630	CSXT	1541
9	001631	CSXT	1542
10	001632	CSXT	1543
11	001633	CSXT	1544
12	001637	CSXT	1545
13	001639	CSXT	1546
14	001641	CSXT	1547
15	001644	CSXT	1548
16	001645	CSXT	1549
17	001647	CSXT	1550
18	001672	CSXT	1559
19	001673	CSXT	1560
20	001675	CSXT	1561
21	001678	CSXT	1562
22	001683	CSXT	1563

22 GP15-1 LOCOS